



## Southern Pacific Lines

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1757 • Facsimile (415) 495-5436

Lenona Young  
Paralegal

June 1, 1994

Law Department  
RECORDATION NO. 10265-R FILED 1425

JUN 7 1994 - 9 25 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 28966 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 74

Dear Mr. Strickland:

Enclosed are an original and four counterparts of a document described below, to be recorded pursuant to the provisions of 49 U.S.C. Section 11303.

The document is a Declaration of Full Payment dated as of May 24, 1994. The document is a secondary document, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The primary document to which the document is in connection with is recorded under Recordation No. 10265. We request that this document be recorded under Recordation No. 10265-R.

The names and addresses of the parties to the Declaration of Full Payment are as follows:

Trustee: CoreStates Bank, N.A.  
(formerly First Pennsylvania Bank, N.A.)  
510 Walnut Street  
Philadelphia, Pennsylvania 19106

Lessee: Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

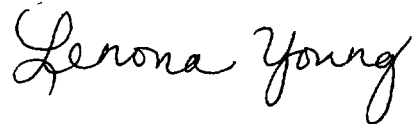
Mr. Sidney L. Strickland, Jr.  
June 1, 1994  
Page Two

A fee of \$18 is enclosed. Please return the four counterparts of the Declaration of Full Payment evidencing the recordation data thereon to the undersigned.

A short summary of the enclosed document to appear in the Commission's index is:

Declaration of Full Payment dated as of May 24, 1994, between Southern Pacific Transportation Company, as Lessee, Southern Pacific Building, One Market Plaza, San Francisco, CA 94105, and CoreStates Bank, N.A., as Trustee, 510 Walnut Street, Philadelphia, PA 19106, covering all railroad equipment described in or covered by the Equipment Trust Agreement dated as of April 1, 1979, as supplemented.

Very truly yours,

A handwritten signature in cursive script that reads "Lenora Young". The signature is written in dark ink and is positioned below the typed name "Lenora Young".

Enclosures

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INTERSTATE COMMERCE COMMISSION

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 74

EQUIPMENT TRUST AGREEMENT

Dated as of April 1, 1979

DECLARATION OF FULL PAYMENT

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**SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST, SERIES 74**

Equipment Trust Agreement Dated as of April 1, 1979

**DECLARATION OF FULL PAYMENT**

CORESTATES BANK, N.A. (formerly known as First Pennsylvania Bank, N.A., herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of April 1, 1979, as supplemented, between the Trustee and SOUTHERN PACIFIC TRANSPORTATION COMPANY, pursuant to which was created and constituted "Southern Pacific Transportation Company Equipment Trust, Series 74," does hereby acknowledge and declare that the purchase money for the equipment subject to said Equipment Trust Agreement has been paid in full; that all of the terms and conditions of the said Equipment Trust Agreement, as supplemented, have been performed; that Southern Pacific Transportation Company has made all payments and met all charges required by the said Equipment Trust Agreement, as supplemented; that all of the interests in Southern Pacific Transportation Company Equipment Trust, Series 74, and the dividends thereon, have been satisfied, paid and discharged; and the said Equipment Trust Agreement, as supplemented, and the lease by Trustee to Southern Pacific Transportation Company of the railroad equipment described therein, have terminated, and the Trustee is now obligated by the said Equipment Trust Agreement to assign and transfer the said railroad equipment to Southern Pacific Transportation Company as the absolute property of Southern Pacific Transportation Company.

AND it does hereby consent that the record of its title to all the equipment covered by the said Equipment Trust Agreement, as supplemented, be cancelled and discharged, and that this Declaration may be filed or recorded or noted on the margin of the record of the said Equipment Trust Agreement wherever the same may have been filed or recorded.

AND it does hereby constitute and appoint CATHY WIEDECKE to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, CoreStates Bank, N.A., Trustee as aforesaid, acting in accordance with the terms and conditions of the Equipment Trust Agreement, as supplemented, has caused this Declaration to be signed in its name and its corporate seal to be hereunto affixed, duly attested, as of the 24th day of May, 1994.

CORESTATES BANK, N.A., Trustee

By C. Wind  
Corporate Trust Officer

ATTEST:

M. Singh  
Assistant Vice President

